



BRIDGE SERVICE CORP.

To: Tiffany A. Cinquemani, Paralegal
Robinson, Brog, Leinwand, Greene, Genovese & Gluck, P.C.

From: Angela Fletcher

Date: June 14, 2018

RE: **ShiftPixy, Inc., debtor**
(Your #101923.0008)
(Our #131-757)

We are responding to your service request, outlined herein is a report regarding the above.

Secretary of State of California

Financing Statement from ShiftPixy, Inc. to MEF I, LP, Alpha Capital Anstalt, Osher Capital Partners LLC, CVI Investments, Inc. and Dominion Capital LLC electronically recorded 6-11-18 as #18-7653281445.

Secretary of State of Wyoming

Financing Statement from ShiftPixy, Inc. to MEF I, LP, Alpha Capital Anstalt, Osher Capital Partners LLC, CVI Investments, Inc. and Dominion Capital LLC electronically recorded 6-13-18 as #2018-11031715.

Our invoice for service is enclosed; we look forward to hearing from you again.

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

| |
|--|
| A. NAME & PHONE OF CONTACT AT FILER (optional) |
| 8002252736 |
| B. E-MAIL CONTACT AT FILER (optional) |
| C. SEND ACKNOWLEDGMENT TO: (Name and Address) BRIDGE SERVICE CORP 299 BROADWAY STE 1508 NEW YORK, NY 10007 USA |

DOCUMENT NUMBER: 70794500002
 FILING NUMBER: 18-7653281445
 FILING DATE: 06/11/2018 14:20

IMAGE GENERATED ELECTRONICALLY FOR WEB FILING
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1. DEBTOR'S NAME: Provide only one Debtor name (1a or 1b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here ☐ and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

| | | | | | |
|---|--|---------------------|-------------------------------|----------------------|----------------|
| OR | 1a. ORGANIZATION'S NAME ShiftPixy, Inc. | | | | |
| | 1b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX | |
| 1c. MAILING ADDRESS 1 Venture, Suite 150 | | CITY Irvine | STATE CA | POSTAL CODE 92618 | COUNTRY USA |

2. DEBTOR'S NAME: Provide only one Debtor name (2a or 2b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here ☐ and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

| | | | | | |
|---------------------|--------------------------|---------------------|-------------------------------|-------------|---------|
| OR | 2a. ORGANIZATION'S NAME | | | | |
| | 2b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX | |
| 2c. MAILING ADDRESS | | CITY | STATE | POSTAL CODE | COUNTRY |

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY): Provide only one Secured Party name (3a or 3b)

| | | | | | |
|---------------------------------------|--------------------------------------|---------------------|-------------------------------|----------------------|----------------|
| OR | 3a. ORGANIZATION'S NAME MEF I, LP | | | | |
| | 3b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX | |
| 3c. MAILING ADDRESS 40 WALL STREET | | CITY NEW YORK | STATE NY | POSTAL CODE 10005 | COUNTRY USA |

4. COLLATERAL: This financing statement covers the following collateral:

See Attachment(s)

5. Check only if applicable and check only one box: Collateral is ☐ held in a Trust (see UCC1Ad, item 17 and instructions) ☐ being administered by a Decedent's Personal Representative

6a. Check only if applicable and check only one box:

☐ Public-Finance Transaction ☐ Manufactured-Home Transaction ☐ A Debtor is a Transmitting Utility

6b. Check only if applicable and check only one box:

☐ Agricultural Lien ☐ Non-UCC Filing

7. ALTERNATIVE DESIGNATION (if applicable): ☐ Lessee/Lessor ☐ Consignee/Consignor ☐ Seller/Buyer ☐ Bailee/Bailor ☐ Licensee/Licensor

8. OPTIONAL FILER REFERENCE DATA:

101923.0008

FILING OFFICE COPY

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS

| | | | | |
|--|--|--|--|--------|
| 9. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because individual Debtor name did not fit, check here <input type="checkbox"/> | | | | |
| OR | 9a. ORGANIZATION'S NAME ShiftPixy, Inc. | | | |
| | | | | |
| | 9b. INDIVIDUAL'S SURNAME | | | |
| | FIRST PERSONAL NAME | | | |
| ADDITIONAL NAME(S)/INITIAL(S) | | | | SUFFIX |

DOCUMENT NUMBER: 70794500002
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| | | | | |
|---|--|--|--|--------|
| 10. DEBTOR'S NAME: Provide (10a or 10b) only <u>one</u> additional Debtor name or Debtor name that did not fit in line 1b or 2b of the Financing Statement (Form UCC1) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name) and enter the mailing address in line 10c | | | | |
| OR | 10a. ORGANIZATION'S NAME | | | |
| | 10b. INDIVIDUAL'S SURNAME | | | |
| | INDIVIDUAL'S FIRST PERSONAL NAME | | | |
| | INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S) | | | |
| | | | | SUFFIX |

| | | | | |
|----------------------|------|-------|-------------|---------|
| 10c. MAILING ADDRESS | CITY | STATE | POSTAL CODE | COUNTRY |
| | | | | |

| | | | | |
|---|---|--------|---------------------|--|
| 11. <input checked="" type="checkbox"/> ADDITIONAL SECURED PARTY'S NAME <u>or</u> <input type="checkbox"/> ASSIGNOR SECURED PARTY'S NAME: Provide only <u>one</u> name (11a or 11b) | | | | |
| OR | 11a. ORGANIZATION'S NAME CVI Investments, Inc. | | | |
| | | | | |
| OR | 11b. INDIVIDUAL'S SURNAME | | FIRST PERSONAL NAME | |
| | | | | |
| ADDITIONAL NAME(S)/INITIAL(S) | | SUFFIX | | |
| | | | | |

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|-----------------------------------|---------------|-------|-------------|---------|
| 11c. MAILING ADDRESS | CITY | STATE | POSTAL CODE | COUNTRY |
| 101 California Street, Suite 3250 | San Francisco | CA | 94111 | USA |

12. ADDITIONAL SPACE FOR ITEM 4 (collateral):

| | |
|--|--|
| 13. <input type="checkbox"/> This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS (if applicable) | 14. This FINANCING STATEMENT: <input type="checkbox"/> covers timber to be cut <input type="checkbox"/> covers as-extracted collateral <input type="checkbox"/> is filed as a fixture filing. |
| 15. Name and address of RECORD OWNER of real estate described in item 16 (if Debtor does not have a record interest): | 16. Description of real estate: |
| 17. MISCELLANEOUS: | |

FILING OFFICE COPY

UCC FINANCING STATEMENT ADDITIONAL PARTY

FOLLOW INSTRUCTIONS

| | |
|---|---|
| 18. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because individual Debtor name did not fit, check here <input type="checkbox"/> | |
| OR | 18a. ORGANIZATION'S NAME ShiftPixy, Inc. |
| | |
| | 18b. INDIVIDUAL'S SURNAME |
| | FIRST PERSONAL NAME |
| ADDITIONAL NAME(S)/INITIAL(S) | |
| SUFFIX | |

DOCUMENT NUMBER: 70794500002

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|---|---|---------------------|-------------------------------|----------------------------------|
| 19. ADDITIONAL DEBTOR'S NAME: Provide only <u>one</u> Debtor name (19a or 19b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name) | | | | |
| OR | 19a. ORGANIZATION'S NAME | | | |
| | 19b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX |
| | | | | |
| 19c. MAILING ADDRESS | | CITY | STATE | POSTAL CODE COUNTRY |
| | | | | |
| 20. ADDITIONAL DEBTOR'S NAME: Provide only <u>one</u> Debtor name (20a or 20b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name) | | | | |
| OR | 20a. ORGANIZATION'S NAME | | | |
| | 20b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX |
| | | | | |
| 20c. MAILING ADDRESS | | CITY | STATE | POSTAL CODE COUNTRY |
| | | | | |
| 21. ADDITIONAL DEBTOR'S NAME: Provide only <u>one</u> Debtor name (21a or 21b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name) | | | | |
| OR | 21a. ORGANIZATION'S NAME | | | |
| | 21b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX |
| | | | | |
| 21c. MAILING ADDRESS | | CITY | STATE | POSTAL CODE COUNTRY |
| | | | | |
| 22. <input checked="" type="checkbox"/> ADDITIONAL SECURED PARTY'S NAME <u>or</u> <input type="checkbox"/> ASSIGNOR SECURED PARTY'S NAME: Provide only <u>one</u> name (22a or 22b) | | | | |
| OR | 22a. ORGANIZATION'S NAME Dominion Capital LLC | | | |
| | 22b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX |
| | | | | |
| 22c. MAILING ADDRESS 341 West 38th Street, Suite 3250 | | CITY NEW YORK | STATE NY | POSTAL CODE COUNTRY 10018 USA |
| 23. <input checked="" type="checkbox"/> ADDITIONAL SECURED PARTY'S NAME <u>or</u> <input type="checkbox"/> ASSIGNOR SECURED PARTY'S NAME: Provide only <u>one</u> name (23a or 23b) | | | | |
| OR | 23a. ORGANIZATION'S NAME Alpha Capital Anstalt | | | |
| | 23b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX |
| | | | | |
| 23c. MAILING ADDRESS c/o LH Financial, 510 Madison Ave., 14th Floor | | CITY New York | STATE NY | POSTAL CODE COUNTRY 10022 USA |
| 24. MISCELLANEOUS: | | | | |
| | | | | |

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UCC FINANCING STATEMENT ADDITIONAL PARTY**FOLLOW INSTRUCTIONS**

18. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because individual Debtor name did not fit, check here ☐

| | | |
|-------------------------------|---|--------|
| OR | 18a. ORGANIZATION'S NAME ShiftPixy, Inc. | |
| | | |
| | 18b. INDIVIDUAL'S SURNAME | |
| | FIRST PERSONAL NAME | |
| ADDITIONAL NAME(S)/INITIAL(S) | | SUFFIX |

DOCUMENT NUMBER: 70794500002**IMAGE GENERATED ELECTRONICALLY FOR WEB FILING
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19. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (19a or 19b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

| | | | | | |
|----------------------|---------------------------|---------------------|-------------------------------|-------------|---------|
| OR | 19a. ORGANIZATION'S NAME | | | | |
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| | 19b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX | |
| | | | | | |
| 19c. MAILING ADDRESS | | CITY | STATE | POSTAL CODE | COUNTRY |

20. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (20a or 20b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

| | | | | | |
|----------------------|---------------------------|---------------------|-------------------------------|-------------|---------|
| OR | 20a. ORGANIZATION'S NAME | | | | |
| | | | | | |
| | 20b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX | |
| | | | | | |
| 20c. MAILING ADDRESS | | CITY | STATE | POSTAL CODE | COUNTRY |

21. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (21a or 21b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

| | | | | | |
|----------------------|---------------------------|---------------------|-------------------------------|-------------|---------|
| OR | 21a. ORGANIZATION'S NAME | | | | |
| | | | | | |
| | 21b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX | |
| | | | | | |
| 21c. MAILING ADDRESS | | CITY | STATE | POSTAL CODE | COUNTRY |

22. ☒ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (22a or 22b)

| | | | | | |
|--|--|---------------------|-------------------------------|----------------------|----------------|
| OR | 22a. ORGANIZATION'S NAME Osher Capital Partners LLC | | | | |
| | | | | | |
| | 22b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX | |
| | | | | | |
| 22c. MAILING ADDRESS c/o LH Financial, 510 Madison Ave., 14th Floor | | CITY New York | STATE NY | POSTAL CODE 10022 | COUNTRY USA |

23. ☐ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (23a or 23b)

| | | | | | |
|----------------------|---------------------------|---------------------|-------------------------------|-------------|---------|
| OR | 23a. ORGANIZATION'S NAME | | | | |
| | | | | | |
| | 23b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX | |
| | | | | | |
| 23c. MAILING ADDRESS | | CITY | STATE | POSTAL CODE | COUNTRY |

24. MISCELLANEOUS:

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See attached Exhibit A for a description of the collateral from the Security Agreement, dated as of June 4, 2018, by and among ShiftPixy, Inc. (the "Company"), each of the subsidiaries of the Company signatory thereto and MEF I, LP, CVI Investments, Inc., Dominion Capital LLC, Alpha Capital Anstalt and Osher Capital Partners LLC

Exhibit A

Collateral Description in connection with the filing of UCC-1 Financing Statement – MEF I, LP et al. as Secured Parties, ShiftPixy, Inc. as Debtor

Collateral means the collateral in which the Secured Parties are granted a security interest by this Agreement to wit: all the assets of the Debtor which shall include the following personal property of the Debtors, whether presently owned or existing or hereafter acquired or coming into existence, wherever situated, and all additions and accessions thereto and all substitutions and replacements thereof, and all proceeds, products and accounts thereof, including, without limitation, all proceeds from the sale or transfer of the Collateral and of insurance covering the same and of any tort claims in connection therewith, and all dividends, interest, cash, notes, securities, equity interest or other property at any time and from time to time acquired, receivable or otherwise distributed in respect of, or in exchange for, any or all of the Pledged Securities (as defined below):

(i) All goods, including, without limitation, (A) all machinery, equipment, computers, motor vehicles, trucks, tanks, boats, ships, appliances, furniture, special and general tools, fixtures, test and quality control devices and other equipment of every kind and nature and wherever situated, together with all documents of title and documents representing the same, all additions and accessions thereto, replacements therefor, all parts therefor, and all substitutes for any of the foregoing and all other items used and useful in connection with any Debtor's businesses and all improvements thereto; and (B) all inventory;

(ii) All contract rights and other general intangibles, including, without limitation, all partnership interests, membership interests, stock or other securities, rights under any of the Organizational Documents, agreements related to the Pledged Securities, licenses, distribution and other agreements, computer software (whether "off-the-shelf", licensed from any third party or developed by any Debtor), computer software development rights, leases, franchises, customer lists, quality control procedures, grants and rights, goodwill, Intellectual Property and income tax refunds;

(iii) All accounts, together with all instruments, all documents of title representing any of the foregoing, all rights in any merchandising, goods, equipment, motor vehicles and trucks which any of the same may represent, and all right, title, security and guaranties with respect to each account, including any right of stoppage in transit;

(iv) All documents, letter-of-credit rights, instruments and chattel paper;

(v) All commercial tort claims;

(vi) All deposit accounts and all cash (whether or not deposited in such deposit accounts);

(vii) All investment property;

(viii) All supporting obligations; and

(ix) All files, records, books of account, business papers, and computer programs; and

(x) the products and proceeds of all of the foregoing Collateral set forth in clauses (i)-(ix) above.

Without limiting the generality of the foregoing, the "Collateral" shall include all investment property and general intangibles respecting ownership and/or other equity interests in each Guarantor, including, without limitation, the shares of capital stock and the other equity interests listed on Schedule H hereto (as the same may be modified from time to time pursuant to the terms hereof), and any other shares of capital stock and/or other equity interests of any other direct or indirect subsidiary of any Debtor obtained in the future, and, in each case, all certificates representing such shares and/or equity interests and, in each case, all rights, options, warrants, stock, other securities and/or equity interests that may hereafter be received, receivable or distributed in respect of, or exchanged for, any of the foregoing and all rights arising under or in connection with the Pledged Securities, including, but not limited to, all dividends, interest and cash.

STATE OF WYOMING * SECRETARY OF STATE
EDWARD A. BUCHANAN
BUSINESS DIVISION

2020 Carey Avenue Suite 700, Cheyenne, WY 82002-0020

Phone: 307-777-7311

Email: UCC@wyo.gov

BRIDGE SERVICE CORP.
299 BROADWAY SUITE 1508
NEW YORK, NY 10007

June 13, 2018

UCC Financing Statement Acknowledgement

FILING INFORMATION

| | |
|--------------------------|------------------------|
| Document #: | 2018-11031715 |
| Filing Date: | 06/13/2018 |
| Lapse Date: | 06/13/2028 |
| Record Type: | UCC |
| Receipt #: | 001433176 |
| Alternate Designation: | Debtor / Secured Party |
| Optional Filer Ref Data: | 101923.0008 |

DEBTOR INFORMATION


| | |
|--------------|--|
| Debtor Name: | SHIFTPIXY, INC. |
| Address: | 1 VENTURE, SUITE 150 IRVINE, CA 92618 |

SECURED PARTY INFORMATION

| | |
|---------------------|--|
| Secured Party Name: | MEF I, LP |
| Address: | 40 WALL STREET NEW YORK, NY 10005 |
| Secured Party Name: | ALPHA CAPITAL ANSTALT |
| Address: | C/O LH FINANCIAL, 510 MADISON AVE., 14TH FL. NEW YORK, NY 10022 |
| Secured Party Name: | OSHER CAPITAL PARTNERS LLC |
| Address: | C/O LH FINANCIAL, 510 MADISON AVE., 14TH FL. NEW YORK, NY 10022 |
| Secured Party Name: | CVI INVESTMENTS, INC. |
| Address: | 101 CALIFORNIA STREET, SUITE 3250 SAN FRANCISCO, CA 94111 |
| Secured Party Name: | DOMINION CAPITAL LLC |
| Address: | 341 WEST 38TH STREET, SUITE 800 NEW YORK, NY 10018 |

Filing Date: 6/13/2018 11:43 AM
Financing Statement Doc 2018-11031715

This acknowledges the filing of the attached document. If we may be of any further service to you, please contact us at the number noted above.


EDWARD A. BUCHANAN
SECRETARY OF STATE
State of Wyoming

Enclosures: Original Documents

WY Secretary of State
 FILED: 06/13/2018 11:25 AM
 ID: 2018-11031715

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

| |
|--|
| A. NAME & PHONE OF CONTACT AT FILER (optional) 212-267-8600 |
| B. E-MAIL CONTACT AT FILER (optional) ss@bridgeservice.com |
| C. SEND ACKNOWLEDGMENT TO: (Name and Address) <div style="border: 1px solid black; padding: 5px; width: fit-content;"> Bridge Service Corp. 299 Broadway, Suite 1508 New York, NY 10007 </div> |

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S NAME: Provide only one Debtor name (1a or 1b) (use exact, full name, do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here ☐ and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

| | | | | |
|--|--------------------------|-----------------------|-------------------------------|-----------------------------|
| 1a. ORGANIZATION'S NAME ShiftPixy, Inc. | | | | |
| OR | 1b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX |
| 1c. MAILING ADDRESS 1 Venture, Suite 150 | | CITY Irvine | STATE CA | POSTAL CODE 92618 |
| | | | COUNTRY USA | |

2. DEBTOR'S NAME: Provide only one Debtor name (2a or 2b) (use exact, full name, do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here ☐ and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

| | | | | |
|-------------------------|--------------------------|---------------------|-------------------------------|-------------|
| 2a. ORGANIZATION'S NAME | | | | |
| OR | 2b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX |
| 2c. MAILING ADDRESS | | CITY | STATE | POSTAL CODE |
| | | | COUNTRY | |

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY): Provide only one Secured Party name (3a or 3b)

| | | | | |
|--|--------------------------|-------------------------|-------------------------------|-----------------------------|
| 3a. ORGANIZATION'S NAME MEF I, LP | | | | |
| OR | 3b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX |
| 3c. MAILING ADDRESS 40 Wall Street | | CITY New York | STATE NY | POSTAL CODE 10005 |
| | | | COUNTRY USA | |

4. COLLATERAL: This financing statement covers the following collateral:

See attached Exhibit A for a description of the collateral from the Security Agreement, dated as of June 4, 2018, by and among ShiftPixy, Inc. (the "Company"), each of the subsidiaries of the Company signatory thereto and MEF I, LP, CVI Investments, Inc. Dominion Capital LLC, Alpha Capital Austalt and Osher Capital Partners LLC.

| | |
|--|--|
| 5. Check <u>only</u> if applicable and check <u>only</u> one box: Collateral is <input type="checkbox"/> held in a Trust (see UCC1Ad, item 17 and instructions) <input type="checkbox"/> being administered by a Decedent's Personal Representative | |
| 6a. Check <u>only</u> if applicable and check <u>only</u> one box: <input type="checkbox"/> Public-Finance Transaction <input type="checkbox"/> Manufactured-Home Transaction <input type="checkbox"/> A Debtor is a Transmitting Utility | 6b. Check <u>only</u> if applicable and check <u>only</u> one box: <input type="checkbox"/> Agricultural Lien <input type="checkbox"/> Non-UCC Filing |
| 7. ALTERNATIVE DESIGNATION (if applicable): <input checked="" type="checkbox"/> Lessee/Lessor <input type="checkbox"/> Consignee/Consignor <input type="checkbox"/> Seller/Buyer <input type="checkbox"/> Bailee/Bailor <input type="checkbox"/> Licensee/Licensor | |
| 8. OPTIONAL FILER REFERENCE DATA: 101923.0008 | |

copy

UCC FINANCING STATEMENT ADDITIONAL PARTY

FOLLOW INSTRUCTIONS

18. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because Individual Debtor name did not fit, check here ☐

| | |
|--------------------------|-------------------------------|
| 18a. ORGANIZATION'S NAME | |
| | |
| OR | 18b. INDIVIDUAL'S SURNAME |
| | FIRST PERSONAL NAME |
| | ADDITIONAL NAME(S)/INITIAL(S) |
| | SUFFIX |

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

19. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (19a or 19b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

| | | | | |
|--------------------------|---------------------------|---------------------|-------------------------------|---------|
| 19a. ORGANIZATION'S NAME | | | | |
| OR | 19b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX |
| 19c. MAILING ADDRESS | CITY | STATE | POSTAL CODE | COUNTRY |

20. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (20a or 20b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

| | | | | |
|--------------------------|---------------------------|---------------------|-------------------------------|---------|
| 20a. ORGANIZATION'S NAME | | | | |
| OR | 20b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX |
| 20c. MAILING ADDRESS | CITY | STATE | POSTAL CODE | COUNTRY |

21. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (21a or 21b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

| | | | | |
|--------------------------|---------------------------|---------------------|-------------------------------|---------|
| 21a. ORGANIZATION'S NAME | | | | |
| OR | 21b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX |
| 21c. MAILING ADDRESS | CITY | STATE | POSTAL CODE | COUNTRY |

22. ☒ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (22a or 22b)

| | | | | |
|--|-----------------------|-------------------------------|-------------|---------|
| 22a. ORGANIZATION'S NAME | | | | |
| OR | Alpha Capital Anstalt | | | |
| 22b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX | |
| 22c. MAILING ADDRESS | CITY | STATE | POSTAL CODE | COUNTRY |
| c/o LH Financial, 510 Madison Ave., 14th Fl. | New York | NY | 10022 | USA |

23. ☒ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (23a or 23b)

| | | | | |
|--|----------------------------|-------------------------------|-------------|---------|
| 23a. ORGANIZATION'S NAME | | | | |
| OR | Osher Capital Partners LLC | | | |
| 23b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX | |
| 23c. MAILING ADDRESS | CITY | STATE | POSTAL CODE | COUNTRY |
| c/o LH Financial, 510 Madison Ave., 14th Fl. | New York | NY | 10022 | USA |

24. MISCELLANEOUS:

UCC FINANCING STATEMENT ADDITIONAL PARTY

FOLLOW INSTRUCTIONS

18. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because Individual Debtor name did not fit, check here ☐

| | |
|-------------------------------|--------|
| 18a. ORGANIZATION'S NAME | |
| | |
| OR | |
| 18b. INDIVIDUAL'S SURNAME | |
| FIRST PERSONAL NAME | |
| ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX |

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

19. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (19a or 19b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

| | | | |
|---------------------------|---------------------|-------------------------------|---------------------|
| 19a. ORGANIZATION'S NAME | | | |
| OR | | | |
| 19b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX |
| 19c. MAILING ADDRESS | CITY | STATE | POSTAL CODE COUNTRY |

20. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (20a or 20b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

| | | | |
|---------------------------|---------------------|-------------------------------|---------------------|
| 20a. ORGANIZATION'S NAME | | | |
| OR | | | |
| 20b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX |
| 20c. MAILING ADDRESS | CITY | STATE | POSTAL CODE COUNTRY |

21. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (21a or 21b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

| | | | |
|---------------------------|---------------------|-------------------------------|---------------------|
| 21a. ORGANIZATION'S NAME | | | |
| OR | | | |
| 21b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX |
| 21c. MAILING ADDRESS | CITY | STATE | POSTAL CODE COUNTRY |

22. ☒ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (22a or 22b)

| | | | |
|---|---------------------|-------------------------------|---------------------|
| 22a. ORGANIZATION'S NAME | | | |
| CVI Investments, Inc. | | | |
| OR | | | |
| 22b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX |
| 22c. MAILING ADDRESS c/o Heights Capital Management | CITY | STATE | POSTAL CODE COUNTRY |
| 101 California Street, Suite 3250 | San Francisco | CA | 94111 USA |

23. ☒ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (23a or 23b)

| | | | |
|---------------------------------|---------------------|-------------------------------|---------------------|
| 23a. ORGANIZATION'S NAME | | | |
| Dominion Capital LLC | | | |
| OR | | | |
| 23b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX |
| 23c. MAILING ADDRESS | CITY | STATE | POSTAL CODE COUNTRY |
| 341 West 38th Street, Suite 800 | New York | NY | 10018 USA |

24. MISCELLANEOUS:

Exhibit A

Collateral Description in connection with the filing of UCC-1 Financing Statement – MEF I, LP et al. as Secured Parties, ShiftPixy, Inc. as Debtor

Collateral means the collateral in which the Secured Parties are granted a security interest by this Agreement to wit: all the assets of the Debtor which shall include the following personal property of the Debtors, whether presently owned or existing or hereafter acquired or coming into existence, wherever situated, and all additions and accessions thereto and all substitutions and replacements thereof, and all proceeds, products and accounts thereof, including, without limitation, all proceeds from the sale or transfer of the Collateral and of insurance covering the same and of any tort claims in connection therewith, and all dividends, interest, cash, notes, securities, equity interest or other property at any time and from time to time acquired, receivable or otherwise distributed in respect of, or in exchange for, any or all of the Pledged Securities (as defined below):

(i) All goods, including, without limitation, (A) all machinery, equipment, computers, motor vehicles, trucks, tanks, boats, ships, appliances, furniture, special and general tools, fixtures, test and quality control devices and other equipment of every kind and nature and wherever situated, together with all documents of title and documents representing the same, all additions and accessions thereto, replacements therefor, all parts therefor, and all substitutes for any of the foregoing and all other items used and useful in connection with any Debtor's businesses and all improvements thereto; and (B) all inventory;

(ii) All contract rights and other general intangibles, including, without limitation, all partnership interests, membership interests, stock or other securities, rights under any of the Organizational Documents, agreements related to the Pledged Securities, licenses, distribution and other agreements, computer software (whether "off-the-shelf", licensed from any third party or developed by any Debtor), computer software development rights, leases, franchises, customer lists, quality control procedures, grants and rights, goodwill, Intellectual Property and income tax refunds;

(iii) All accounts, together with all instruments, all documents of title representing any of the foregoing, all rights in any merchandising, goods, equipment, motor vehicles and trucks which any of the same may represent, and all right, title, security and guaranties with respect to each account, including any right of stoppage in transit;

(iv) All documents, letter-of-credit rights, instruments and chattel paper;

(v) All commercial tort claims;

- (vi) All deposit accounts and all cash (whether or not deposited in such deposit accounts);
- (vii) All investment property;
- (viii) All supporting obligations; and
- (ix) All files, records, books of account, business papers, and computer programs; and
- (x) the products and proceeds of all of the foregoing Collateral set forth in clauses (i)-(ix) above.

Without limiting the generality of the foregoing, the "Collateral" shall include all investment property and general intangibles respecting ownership and/or other equity interests in each Guarantor, including, without limitation, the shares of capital stock and the other equity interests listed on Schedule H hereto (as the same may be modified from time to time pursuant to the terms hereof), and any other shares of capital stock and/or other equity interests of any other direct or indirect subsidiary of any Debtor obtained in the future, and, in each case, all certificates representing such shares and/or equity interests and, in each case, all rights, options, warrants, stock, other securities and/or equity interests that may hereafter be received, receivable or distributed in respect of, or exchanged for, any of the foregoing and all rights arising under or in connection with the Pledged Securities, including, but not limited to, all dividends, interest and cash.